

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF VIRGINIA
Lynchburg Division**

IN RE:)	
)	Chapter 11
OAKWOOD COUNTRY CLUB,)	
INCORPORATED,)	Case No. 10-60246
)	
Debtor.)	

APPLICATION TO APPOINT WOODS ROGERS PLC AS COUNSEL TO DEBTOR

COMES NOW, Oakwood Country Club, Incorporated, Debtor and Debtor-in-Possession herein ("Debtor"), with its application to appoint Woods Rogers PLC ("WR") as counsel to the Debtor, and in support thereof respectfully represents the following:

1. This case was commenced by a petition filed by the Debtor on January 29, 2010 in the United States Bankruptcy Court for the Western District of Virginia.

2. In order to carry out the responsibilities of the Debtor and to operate the business of the Debtor, the Debtor has determined that it is necessary and advisable to employ WR as counsel to the Debtor during the pendency of this bankruptcy proceeding for the following purposes:

A. To give Debtor legal advice with respect to its powers and duties as Debtor-in-Possession in the continued operation of its business and management of its property and concerning the rights and remedies of the Debtor with regard to assets of the estate and the claims of secured, preferred and unsecured creditors and other parties-in-interest;

B. To assist the Debtor in the preparation of its Statement of Affairs and Schedules and related documents;

C. To prepare on behalf of the Debtor necessary applications, answers, orders, reports and other legal papers;

D. To appear for, prosecute, defend and represent the interests of the Debtor in suits arising in or related to this case;

E. To investigate and prosecute any actions arising held by the Debtor;

F. To develop, negotiate, and draft a disclosure statement and plan; and

G. To perform all other legal services for Debtor which may be necessary herein.

3. WR has significant experience in bankruptcy, corporate reorganizations and debtor/creditor matters and has represented other clients in similar proceedings.

4. Based upon prior experience and the Declaration of Counsel attached hereto, Debtor believes that WR is qualified to render the foregoing services to the Debtor, that WR is a disinterested person within the meaning of 11 U.S.C. § 101(14) and that WR has no connection with the Debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee except as set forth in the Declaration accompanying this Application.

5. Debtor proposes to pay Counsel according to the following hourly rates which are:

For partners:	\$210.00 to \$400.00
For associates:	\$155.00 to \$180.00
For paralegals:	\$75.00 to \$130.00
Travel, expenses and costs:	At cost

6. Debtor anticipates that the following professionals at WR will perform the majority of the work for the Debtor at the following hourly rates:

Richard C. Maxwell, partner, \$300.00
B. Webb King, partner, \$210.00
Heather M. Hale, paralegal, \$105.00

7. Debtor understands that the foregoing hourly rates may be adjusted on January 1 of 2011 and of any following year and that WR anticipates seeking interim compensation during the case.

WHEREFORE, the Debtor respectfully moves the Court, pursuant to 11 U.S.C. § 327 et seq and Rule 2014, to enter an Order authorizing the employment of Woods Rogers PLC as counsel to the Debtor as set forth in this Application.

OAKWOOD COUNTRY CLUB, INCORPORATED

By: /s/ Richard C. Maxwell

Richard C. Maxwell (VSB #23554)
B. Webb King (VSB #47044)
WOODS ROGERS PLC
Wachovia Tower, Suite 1400
10 South Jefferson Street
P. O. Box 14125
Roanoke, Virginia 24038-4125
Telephone: (540) 983-7600
Fax: (540) 983-7711

Proposed counsel for the Debtor

WOODS ROGERS PLC
ATTORNEYS AT LAW

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF VIRGINIA
Lynchburg Division**

IN RE:)	
)	Chapter 11
OAKWOOD COUNTRY CLUB,)	
INCORPORATED,)	Case No. 10-60246
)	
Debtor.)	

DECLARATION OF COUNSEL

I, Richard C. Maxwell, declare:

1. I am an attorney duly admitted to practice before all state and federal courts of the Commonwealth of Virginia.
2. I am a member of the law firm of Woods Rogers PLC ("Woods Rogers") in Roanoke, Virginia, which the Debtor proposes to have appointed by the Court as counsel to the Debtor. I and other members of this law firm are similarly duly admitted to practice before the state and federal courts of the Commonwealth of Virginia.
3. This firm has extensive experience in bankruptcy law and is qualified and willing to represent the Debtor.
4. Prior to filing the bankruptcy petition for the Debtor, Woods Rogers represented the Debtor in connection with a possible reorganization and related matters regarding its relationships with its creditors. Other than the representation regarding possible reorganization and this filing, Woods Rogers has not represented the Debtor.
5. Woods Rogers received a payment of \$12,500.00 for its pre-petition services for the Debtor.
6. Neither this law firm nor its members have any interest adverse to the estate in bankruptcy of the Debtor, and this law firm is a disinterested person as defined in 11 U.S.C. §

101(14). This firm has no connection with the Debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee except as follows:

A) Woods Rogers represents the Debtor's electricity provider, Appalachian Power Company, on a number of matters. All those matters are unrelated to the Debtor. Based on the records of the Debtor, Appalachian Power is owed \$3,125.98. The Debtor does not dispute the debt.

B) Woods Rogers represents an unsecured creditor of the Debtor, Hawkins-Graves, Inc. on unrelated matters. Based on the records of the Debtor, Hawkins-Graves is owed \$1,643.25. The Debtor does not dispute the debt.

C) Woods Rogers represents Wachovia Bank on matters unrelated to the Debtor. Wachovia is owed approximately \$725,000.00 and has a first lien on all of the Debtor's Real Property. The Debtor does not dispute the amount owed to Wachovia or the validity of Wachovia's lien. Wachovia is an oversecured creditor and the Debtor plans to initiate a sale of its property under section 363 of the Bankruptcy Code which will pay Wachovia in full.

DECLARED under penalty of perjury on this 1st day of February, 2010.

/s/ Richard C. Maxwell
Richard C. Maxwell, Esq.
WOODS ROGERS PLC
P.O. Box 14125
Roanoke, VA 24038-4125
Telephone: 540-983-7628
Facsimile: 540-983-7711

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF VIRGINIA
Lynchburg Division**

IN RE:)	
)	Chapter 11
OAKWOOD COUNTRY CLUB,)	
INCORPORATED,)	Case No. 10-62046
)	
Debtor.)	

**ORDER AUTHORIZING EMPLOYMENT OF
WOODS ROGERS PLC AS COUNSEL TO THE DEBTOR**

Oakwood Country Club, Incorporated, the debtor and debtor in possession (the "Debtor"), has filed an application with the Court seeking authority to employ the law firm of Woods Rogers PLC ("Woods Rogers") whose address is P.O. Box 14125, Roanoke, Virginia 24038-4125, as attorneys for the Debtor to perform or provide the following services:

- A. To give Debtor legal advice with respect to its powers and duties as Debtor-in-Possession in the continued operation of its business and management of its property and concerning the rights and remedies of the Debtor with regard to assets of the estate and the claims of secured, preferred and unsecured creditors and other parties-in-interest;
- B. To assist the Debtor in the preparation of its Statement of Affairs and Schedules and related documents;
- C. To prepare on behalf of the Debtor necessary applications, answers, orders, reports and other legal papers;
- D. To appear for, prosecute, defend and represent the interests of the Debtor in suits arising in or related to this case;
- E. To investigate and prosecute any actions held by the Debtor;
- F. To develop, negotiate, and draft a plan and disclosure statement; and

G. To perform all other legal services for Debtor which may be necessary herein.

Based on the Application of Woods Rogers and Declaration attached thereto, it appears that the Application conforms with Federal Rule of Bankruptcy Procedure 2014 and that the services are necessary and proper and it further appears that Woods Rogers is a disinterested person within the meaning of 11 U.S.C. § 101(14) and that Woods Rogers has no connection with the Debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee except as set forth in the Declaration accompanying the Application.

Accordingly, it is hereby:

ORDERED:

That the Application is GRANTED and Woods Rogers is appointed as attorney for the Debtor to render services as outlined above; and it is further

ORDERED:

That Woods Rogers shall maintain records and, subject to further order of this Court, shall be compensated in accordance with the terms and pursuant to the applicable Rule and Orders of this Court governing interim compensation.

Woods Rogers is directed to serve this Order in accordance with the Local Rules.

ENTER THIS ____ day of _____, 2010.

UNITED STATES BANKRUPTCY JUDGE

We request this Order:

/s/ Richard C. Maxwell

Richard C. Maxwell (VSB# 23554)

B. Webb King (VSB #47044)

WOODS ROGERS PLC

10 South Jefferson Street

P.O. Box 14125

Roanoke, Virginia 24038-4125

540-983-7600 (phone)

540-983-7711 (fax)

Proposed Counsel for the Debtor

Seen:

for the Office of the U.S. Trustee